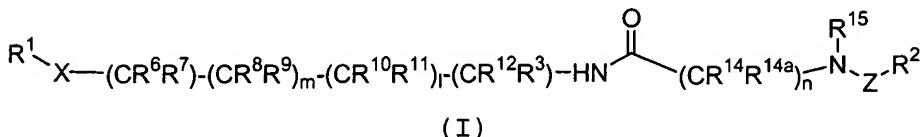


1. (CURRENTLY AMENDED) A compound of Formula (I)



5 or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-, -SO<sub>2</sub>-, and -SO<sub>2</sub>NH-;

10

X is selected from -NR<sup>17</sup>-, -O-, and -CHR<sup>16</sup>NR<sup>17</sup>-;

R<sup>1</sup> is selected from a C<sub>6</sub>-10 aryl group substituted with 0-5 R<sup>4</sup>;

15

R<sup>2</sup> is selected from a C<sub>6</sub>-10 aryl group substituted with 0-5 R<sup>5</sup>;

R<sup>3</sup> is selected from H, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>3d</sup>,

20 (CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>3d</sup>, (CRR)<sub>r</sub>C(O)R<sup>3b</sup>, (CRR)<sub>q</sub>NR<sup>3a</sup>R<sup>3a</sup>,

(CRR)<sub>r</sub>C(O)NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>3a</sup>OR<sup>3d</sup>,

(CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>3d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>

carbocyclic residue substituted with 0-5 R<sup>3e</sup>, and a (CRR)<sub>r</sub>-5-10 membered heterocyclic system

25

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>3e</sup>;

with the proviso that R<sup>3</sup> is not H if R<sup>6</sup> is H;

30 R<sup>3a</sup>, at each occurrence, is independently selected from H, methyl substituted with 0-1 R<sup>3c</sup>, C<sub>2-6</sub> alkyl

substituted with 0-3 R<sup>3e</sup>, C<sub>3-8</sub> alkenyl substituted  
with 0-3 R<sup>3e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3  
R<sup>3e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub>  
5 carbocyclic residue substituted with 0-5 R<sup>3e</sup>, and  
a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>3e</sup>;

R<sup>3b</sup>, at each occurrence, is independently selected from  
10 C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>3e</sup>, C<sub>2-8</sub> alkenyl  
substituted with 0-3 R<sup>3e</sup>, C<sub>2-8</sub> alkynyl substituted  
with 0-3 R<sup>3e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue  
substituted with 0-2 R<sup>3e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6  
15 membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3 R<sup>3e</sup>;

R<sup>3c</sup> is independently selected from -C(O)R<sup>3b</sup>, -C(O)OR<sup>3d</sup>,  
-C(O)NR<sup>3f</sup>R<sup>3f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

20 R<sup>3d</sup>, at each occurrence, is independently selected from  
H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3  
R<sup>3e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>3e</sup>, C<sub>3-6</sub>  
alkynyl substituted with 0-3 R<sup>3e</sup>, a C<sub>3-10</sub>  
25 carbocyclic residue substituted with 0-3 R<sup>3e</sup>, and  
a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>3e</sup>;

R<sup>3e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3f</sup>R<sup>3f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>3f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

10 R, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, (CHR)<sub>r</sub>C(O)NR<sup>3a</sup>R<sup>3a</sup>, and (CHR)<sub>r</sub>C(O)OR<sup>3d</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>3e</sup>;

15 R<sup>4</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CR'R')<sub>r</sub>OH, (CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>4d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H, (CR'R')<sub>r</sub>S(CR'R')<sub>r</sub>R<sup>4d</sup>, (CR'R')<sub>r</sub>C(O)OH, (CR'R')<sub>r</sub>C(O)(CR'R')<sub>r</sub>R<sup>4b</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>4a</sup>R<sup>4a</sup>, (CR'R')<sub>r</sub>NR<sup>4f</sup>C(O)(CR'R')<sub>r</sub>R<sup>4b</sup>, (CR'R')<sub>r</sub>C(O)O(CR'R')<sub>r</sub>R<sup>4d</sup>, (CR'R')<sub>r</sub>OC(O)(CR'R')<sub>r</sub>R<sup>4b</sup>, (CR'R')<sub>r</sub>NR<sup>4f</sup>C(O)O(CR'R')<sub>r</sub>R<sup>4d</sup>, (CR'R')<sub>r</sub>OC(O)NR<sup>4a</sup>R<sup>4a</sup>, (CR'R')<sub>r</sub>NR<sup>6a</sup>C(S)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>NR<sup>4a</sup>C(O)NR<sup>4a</sup>R<sup>4a</sup>, (CR'R')<sub>r</sub>C(=NR<sup>4f</sup>)NR<sup>4a</sup>R<sup>4a</sup>, (CR'R')<sub>r</sub>NHC(=NR<sup>4f</sup>)NR<sup>4f</sup>R<sup>4f</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>(CR'R')<sub>r</sub>R<sup>4b</sup>, (CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NR<sup>4f</sup>S(O)<sub>2</sub>(CR'R')<sub>r</sub>R<sup>4b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl

substituted with 0-3 R', and (CR'R')<sub>r</sub>phenyl  
substituted with 0-3 R<sup>4e</sup>;

alternatively, two R<sup>4</sup> on adjacent atoms on R<sup>1</sup> may join  
5 to form a cyclic acetal;

R<sup>4a</sup>, at each occurrence, is independently selected from  
H, methyl substituted with 0-1R<sup>4g</sup>, C<sub>2-6</sub> alkyl  
substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted  
10 with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2  
R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted  
with 0-5 R<sup>4e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered  
heterocyclic system containing 1-4 heteroatoms  
selected from N, O, and S, substituted with 0-2  
15 R<sup>4e</sup>;

R<sup>4b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl  
substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted  
with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2  
20 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> carbocyclic residue substituted  
with 0-3 R<sup>4e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered  
heterocyclic system containing 1-4 heteroatoms  
selected from N, O, and S, substituted with 0-2  
R<sup>4e</sup>;

25 R<sup>4d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl  
substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted  
with 0-2 R<sup>5e</sup>, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted  
with 0-3 R<sup>4e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue  
30 substituted with 0-3 R<sup>4e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6  
membered heterocyclic system containing 1-4

heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>4e</sup>;

5 R<sup>4e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>4f</sup>R<sup>4f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

10 R<sup>4f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>4g</sup> is independently selected from -C(O)R<sup>4b</sup>, -C(O)OR<sup>4d</sup>, -C(O)NR<sup>4f</sup>R<sup>4f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

15 R<sup>5</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>OH, (CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H, (CR'R')<sub>r</sub>S(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>C(O)OH, (CR'R')<sub>r</sub>C(O)(CR'R')<sub>r</sub>R<sup>5b</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5f</sup>C(O)(CR'R')<sub>r</sub>R<sup>5b</sup>, (CR'R')<sub>r</sub>C(O)O(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>OC(O)(CR'R')<sub>r</sub>R<sup>5b</sup>, CR'R')<sub>r</sub>NR<sup>5f</sup>C(O)O(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>, 20 (CR'R')<sub>r</sub>NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>C(=NR<sup>5f</sup>)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NHC(=NR<sup>5f</sup>)NR<sup>5f</sup>R<sup>5f</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>(CR'R')<sub>r</sub>R<sup>5b</sup>, (CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5f</sup>S(O)<sub>2</sub>(CR'R')<sub>r</sub>R<sup>5b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl substituted with 0-3 R', and (CR'R')<sub>r</sub>phenyl substituted with 0-3 R<sup>5e</sup>;

alternatively, two R<sup>5</sup> on adjacent atoms on R<sup>2</sup> may join to form a cyclic acetal;

5 R<sup>5a</sup>, at each occurrence, is independently selected from H, methyl substituted with 0-1 R<sup>5g</sup>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r-C<sub>3-10</sub></sub> carbocyclic residue substituted with 0-5 R<sup>5e</sup>, and a (CH<sub>2</sub>)<sub>r-5-10</sub> membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>5e</sup>;

15 R<sup>5b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r-C<sub>3-6</sub></sub> carbocyclic residue substituted with 0-3 R<sup>5e</sup>, and a (CH<sub>2</sub>)<sub>r-5-6</sub> membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>5e</sup>;

25 R<sup>5d</sup>, at each occurrence, is independently selected from C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r-C<sub>3-10</sub></sub> carbocyclic residue substituted with 0-3 R<sup>5e</sup>, and a (CH<sub>2</sub>)<sub>r-5-6</sub> membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>5e</sup>;

R<sup>5e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>5f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

10 R<sup>5g</sup> is independently selected from -C(O)R<sup>5b</sup>, -C(O)OR<sup>5d</sup>, -C(O)NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R', at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>5e</sup>;

R<sup>6</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>6d</sup>, (CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>6d</sup>, (CRR)<sub>r</sub>C(O)R<sup>6b</sup>, (CRR)<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>6a</sup>OR<sup>6d</sup>, (CRR)SO<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>6d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>6e</sup>, and a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>;

alternatively, R<sup>6</sup> and R<sup>7</sup> join to form a C<sub>3-6</sub>-cycloalkyl substituted with 0-2 R<sup>6g</sup>, a 5-6 membered ring lactam substituted with 0-2 R<sup>6g</sup>, or a 5-6 membered ring lactone substituted with 0-2 R<sup>6g</sup>,

R<sup>6a</sup>, at each occurrence, is independently selected from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>6e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>6e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>6e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a 5 (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>;

10 R<sup>6b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>6e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>6e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>6e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 15 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>;

20 R<sup>6d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>6e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>6e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>6e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system 25 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>;

30 R<sup>6e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>,

(CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH,  
(CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>6f</sup>, at each occurrence, is independently selected from  
5 H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>6g</sup> is selected from (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>6d</sup>,  
(CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>6d</sup>, (CHR)<sub>r</sub>C(O)R<sup>6b</sup>, (CHR)<sub>q</sub>NR<sup>6a</sup>R<sup>6a</sup>,  
(CHR)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>6a</sup>OR<sup>6d</sup>,  
10 (CHR)<sub>q</sub>SO<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>6d</sup>, and a (CHR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>6e</sup>;

R<sup>7</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>7d</sup>,  
15 (CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>7d</sup>, (CRR)<sub>r</sub>C(O)R<sup>7b</sup>, (CRR)<sub>r</sub>NR<sup>7a</sup>R<sup>7a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>7a</sup>OR<sup>7d</sup>,  
(CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>7d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>7e</sup>, and  
20 a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7a</sup>, at each occurrence, is independently selected from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>,  
25 C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>7e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic

system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7b</sup>, at each occurrence, is independently selected from  
5 C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>7e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>7e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>7e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>7e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>,  
25 (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>7f</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>8</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>8d</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>8d</sup>, (CRR)<sub>r</sub>C(O)R<sup>8b</sup>, (CRR)<sub>r</sub>NR<sup>8a</sup>R<sup>8a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>8a</sup>R<sup>8a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>8a</sup>OR<sup>8d</sup>, (CRR)<sub>r</sub>SO<sub>2</sub>NR<sup>8a</sup>R<sup>8a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>8d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>8e</sup>, and a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>8e</sup>;

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alternatively, R<sup>8</sup> and R<sup>9</sup> join to form a C<sub>3-6</sub> cycloalkyl substituted with 0-2 R<sup>8g</sup>, a 5-6 membered ring lactam substituted with 0-2 R<sup>8g</sup>, or a 5-6 membered ring lactone substituted with 0-2 R<sup>8g</sup>,

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R<sup>8a</sup>, at each occurrence, is independently selected from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>8e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>8e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>8e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>8e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>8e</sup>;

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R<sup>8b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>8e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>8e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>8e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>8e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6

membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>8e</sup>;

5 R<sup>8d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>8e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>8e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>8e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>8e</sup>, and  
10 a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>8e</sup>;

15 R<sup>8e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>8f</sup>R<sup>8f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

20 R<sup>8f</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

25 R<sup>8g</sup> is selected from (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>8d</sup>, (CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>8d</sup>, (CHR)<sub>r</sub>C(O)R<sup>8b</sup>, (CHR)<sub>q</sub>NR<sup>8a</sup>R<sup>8a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>8a</sup>R<sup>8a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>8a</sup>OR<sup>8d</sup>, (CHR)<sub>q</sub>SO<sub>2</sub>NR<sup>8a</sup>R<sup>8a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>8d</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>8e</sup>;

30 R<sup>9</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>9d</sup>,

(CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>9d</sup>, (CRR)<sub>r</sub>C(O)R<sup>9b</sup>, (CRR)<sub>r</sub>NR<sup>9a</sup>R<sup>9a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>9a</sup>R<sup>9a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>9a</sup>OR<sup>9d</sup>,  
(CRR)<sub>r</sub>SO<sub>2</sub>NR<sup>9a</sup>R<sup>9a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>9d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>9e</sup>, and  
5 a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>9e</sup>;

R<sup>9a</sup>, at each occurrence, is independently selected from  
10 H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>9e</sup>,  
C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>9e</sup>, C<sub>3-8</sub> alkynyl  
substituted with 0-3 R<sup>9e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a  
(CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with  
15 0-5 R<sup>9e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic  
system containing 1-4 heteroatoms selected from N,  
O, and S, substituted with 0-3 R<sup>9e</sup>;

R<sup>9b</sup>, at each occurrence, is independently selected from  
20 C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>9e</sup>, C<sub>2-8</sub> alkenyl  
substituted with 0-3 R<sup>9e</sup>, C<sub>2-8</sub> alkynyl substituted  
with 0-3 R<sup>9e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue  
substituted with 0-2 R<sup>9e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6  
25 membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3 R<sup>9e</sup>;

R<sup>9d</sup>, at each occurrence, is independently selected from  
H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3  
R<sup>9e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>9e</sup>, C<sub>3-6</sub>  
30 alkynyl substituted with 0-3 R<sup>9e</sup>, a C<sub>3-10</sub>

carbocyclic residue substituted with 0-3 R<sup>9e</sup>, and  
a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>9e</sup>;

5

R<sup>9e</sup>, at each occurrence, is independently selected from  
C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub>  
cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>,  
(CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH,  
(CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>9f</sup>R<sup>9f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

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R<sup>9f</sup>, at each occurrence, is independently selected from  
H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

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R<sup>10</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub>  
alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>10d</sup>,  
(CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>10d</sup>, (CRR)<sub>r</sub>C(O)R<sup>10b</sup>, (CRR)<sub>r</sub>NR<sup>10a</sup>R<sup>10a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>10a</sup>R<sup>10a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>10a</sup>OR<sup>10d</sup>,  
(CRR)<sub>r</sub>SO<sub>2</sub>NR<sup>10a</sup>R<sup>10a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>10d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>

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carbocyclic residue substituted with 0-5 R<sup>10e</sup>, and  
a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>10e</sup>;

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alternatively, R<sup>10</sup> and R<sup>11</sup> join to form a C<sub>3-6</sub>  
~~cyclealkyl substituted with 0-2 R<sup>10g</sup>, a 5-6~~  
~~membered ring lactam substituted with 0-2 R<sup>10g</sup>, or~~  
~~a 5-6 membered ring lactone substituted with 0-2~~  
~~R<sup>10g</sup>.~~

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R<sup>10a</sup>, at each occurrence, is independently selected from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>10e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>10e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>10e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>10e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>10e</sup>;

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R<sup>10b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>10e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>10e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>10e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>10e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>10e</sup>;

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R<sup>10d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>10e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>10e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>10e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>10e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>10e</sup>;

25

R<sup>10e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub>

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cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>,  
(CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH,  
(CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>10f</sup>R<sup>10f</sup>, and  
(CH<sub>2</sub>)<sub>r</sub>phenyl;

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R<sup>10f</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

10 R<sup>10g</sup> is selected from (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>10d</sup>,  
(CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>10d</sup>, (CHR)<sub>r</sub>C(O)R<sup>10b</sup>, (CHR)<sub>q</sub>NR<sup>10a</sup>R<sup>10a</sup>,  
(CHR)<sub>r</sub>C(O)NR<sup>10a</sup>R<sup>10a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>10a</sup>OR<sup>10d</sup>,  
(CHR)<sub>q</sub>SO<sub>2</sub>NR<sup>10a</sup>R<sup>10a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>10d</sup>, and a (CHR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>10e</sup>;

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R<sup>11</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>11d</sup>,  
(CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>11d</sup>, (CRR)<sub>r</sub>C(O)R<sup>11b</sup>, (CRR)<sub>r</sub>NR<sup>11a</sup>R<sup>11a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>11a</sup>R<sup>11a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>11a</sup>OR<sup>11d</sup>,  
20 (CRR)<sub>r</sub>SO<sub>2</sub>NR<sup>11a</sup>R<sup>11a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>11d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>11e</sup>, and a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

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R<sup>11a</sup>, at each occurrence, is independently selected from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>11e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>11e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>11e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub>

cycloalkyl, a  $(\text{CH}_2)_r\text{-C}_{3-10}$  carbocyclic residue substituted with 0-5  $\text{R}^{11e}$ , and a  $(\text{CH}_2)_r\text{-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{11e}$ ;

10            $\text{R}^{11b}$ , at each occurrence, is independently selected from  $\text{C}_{1-6}$  alkyl substituted with 0-3  $\text{R}^{11e}$ ,  $\text{C}_{2-8}$  alkenyl substituted with 0-3  $\text{R}^{11e}$ ,  $\text{C}_{2-8}$  alkynyl substituted with 0-3  $\text{R}^{11e}$ , a  $(\text{CH}_2)_r\text{-C}_{3-6}$  carbocyclic residue substituted with 0-2  $\text{R}^{11e}$ , and a  $(\text{CH}_2)_r\text{-5-6}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{11e}$ ;

15            $\text{R}^{11d}$ , at each occurrence, is independently selected from H, methyl,  $-\text{CF}_3$ ,  $\text{C}_{2-6}$  alkyl substituted with 0-3  $\text{R}^{11e}$ ,  $\text{C}_{3-6}$  alkenyl substituted with 0-3  $\text{R}^{11e}$ ,  $\text{C}_{3-6}$  alkynyl substituted with 0-3  $\text{R}^{11e}$ , a  $\text{C}_{3-10}$  carbocyclic residue substituted with 0-3  $\text{R}^{11e}$ , and a  $(\text{CH}_2)_r\text{-5-6}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{11e}$ ;

25            $\text{R}^{11e}$ , at each occurrence, is independently selected from  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $\text{C}_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl, OH,  $-\text{O-C}_{1-6}$  alkyl, SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{11f}\text{R}^{11f}$ , and  $(\text{CH}_2)_r\text{phenyl}$ ;

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R<sup>11f</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>12</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>12d</sup>, (CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>12d</sup>, (CRR)<sub>r</sub>C(O)R<sup>12b</sup>, (CRR)<sub>r</sub>NR<sup>12a</sup>R<sup>12a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>12a</sup>R<sup>12a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>12a</sup>OR<sup>12d</sup>, (CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>12a</sup>R<sup>12a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>12d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>12e</sup>, and a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>12e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>12e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>12e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>12e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>12e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>12e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12d</sup>, at each occurrence, is independently selected  
5 from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>12e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>12e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>12e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
10 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>12f</sup>R<sup>12f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

20 R<sup>12f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>14</sup> and R<sup>14a</sup> are H,

25 R<sup>15</sup> is H;

R<sup>16</sup> is selected from H, C<sub>1-4</sub> alkyl substituted with 0-3 R<sup>16a</sup>, and C<sub>3-6</sub> cycloalkyl substituted with 0-3 R<sup>16a</sup>;

R<sup>16a</sup> is selected from C<sub>1-4</sub> alkyl, -OH, -SH, -NR<sup>16c</sup>R<sup>16c</sup>,  
-C(O)NR<sup>16c</sup>R<sup>16c</sup>, and -NHC(O)R<sup>16c</sup>;

R<sup>16c</sup> is selected from H, C<sub>1-4</sub> alkyl and C<sub>3-6</sub> cycloalkyl;

5

R<sup>17</sup> is selected from H, C<sub>1-4</sub> alkyl, and C<sub>3-4</sub> cycloalkyl;

n is 1;

10 l is selected from 0 and 1;

m is selected from 0 and 1;

p, at each occurrence, is selected from 0, 1, or 2;

15

q, at each occurrence, is selected from 1, 2, 3, or 4;  
and

r, at each occurrence, is selected from 0, 1, 2, 3, or

20 4.

2. (CURRENTLY AMENDED) A compound of claim 1,  
wherein

25 Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-,  
-SO<sub>2</sub>-, and -SO<sub>2</sub>NH-;

X is selected from -NR<sup>17</sup>-, -O-, and -CHR<sup>16</sup>NR<sup>17</sup>-;

30 R<sup>1</sup> is selected from a C<sub>6-10</sub> aryl group substituted with  
0-5 R<sup>4</sup>;

R<sup>2</sup> is selected from a C<sub>6-10</sub> aryl group substituted with 0-5 R<sup>5</sup>;

5 R<sup>3</sup> is selected from (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>3d</sup>, (CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>3d</sup>, (CRR)<sub>r</sub>C(O)R<sup>3b</sup>, (CRR)<sub>q</sub>NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>3a</sup>OR<sup>3d</sup>, (CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>3d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>3e</sup>, and 10 a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>3e</sup>;

15 R<sup>3a</sup>, at each occurrence, is independently selected from H, methyl substituted with 0-1 R<sup>3c</sup>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>3e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>3e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>3e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> 20 carbocyclic residue substituted with 0-5 R<sup>3e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>3e</sup>;

25 R<sup>3b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>3e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>3e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>3e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>3e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4

heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>3e</sup>;

R<sup>3c</sup> is independently selected from -C(O)R<sup>3b</sup>, -C(O)OR<sup>3d</sup>,  
5 -C(O)NR<sup>3f</sup>R<sup>3f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>3d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3  
10 R<sup>3e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>3e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>3e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>3e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>3e</sup>;

15 R<sup>3e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>3f</sup>R<sup>3f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

20 R<sup>3f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

25 R, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, (CHR)<sub>r</sub>C(O)NR<sup>3a</sup>R<sup>3a</sup>, and (CHR)<sub>r</sub>C(O)OR<sup>3d</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>3e</sup>;

30

R<sup>4</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CR'R')<sub>r</sub>OH, (CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>4d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H, (CR'R')<sub>r</sub>S(CR'R')<sub>r</sub>R<sup>4d</sup>, (CR'R')<sub>r</sub>C(O)OH, (CR'R')<sub>r</sub>C(O)(CR'R')<sub>r</sub>R<sup>4b</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>4a</sup>R<sup>4a</sup>, (CR'R')<sub>r</sub>NR<sup>4f</sup>C(O)(CR'R')<sub>r</sub>R<sup>4b</sup>, (CR'R')<sub>r</sub>C(O)O(CR'R')<sub>r</sub>R<sup>4d</sup>, (CR'R')<sub>r</sub>OC(O)(CR'R')<sub>r</sub>R<sup>4b</sup>, (CR'R')<sub>r</sub>NR<sup>4f</sup>C(O)O(CR'R')<sub>r</sub>R<sup>4d</sup>, (CR'R')<sub>r</sub>OC(O)NR<sup>4a</sup>R<sup>4a</sup>, (CR'R')<sub>r</sub>NR<sup>6a</sup>C(S)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>NR<sup>4a</sup>C(O)NR<sup>4a</sup>R<sup>4a</sup>, (CR'R')<sub>r</sub>C(=NR<sup>4f</sup>)NR<sup>4a</sup>R<sup>4a</sup>, (CR'R')<sub>r</sub>NHC(=NR<sup>4f</sup>)NR<sup>4f</sup>R<sup>4f</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>(CR'R')<sub>r</sub>R<sup>4b</sup>, (CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NR<sup>4f</sup>S(O)<sub>2</sub>(CR'R')<sub>r</sub>R<sup>4b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> 15 alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl substituted with 0-3 R', and (CR'R')<sub>r</sub>phenyl substituted with 0-3 R<sup>4e</sup>;

alternatively, two R<sup>4</sup> on adjacent atoms on R<sup>1</sup> may join 20 to form a cyclic acetal;

R<sup>4a</sup>, at each occurrence, is independently selected from H, methyl substituted with 0-1R<sup>4g</sup>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 25 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>4e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms

selected from N, O, and S, substituted with 0-2 R<sup>4e</sup>;

R<sup>4b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>4e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>4e</sup>;

R<sup>4d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>4e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>4e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>4e</sup>;

R<sup>4e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>4f</sup>R<sup>4f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>4f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>4g</sup> is independently selected from -C(O)R<sup>4b</sup>, -C(O)OR<sup>4d</sup>, -C(O)NR<sup>4f</sup>R<sup>4f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>5</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl,  
5 C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>OH, (CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H, (CR'R')<sub>r</sub>S(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>C(O)OH, (CR'R')<sub>r</sub>C(O)(CR'R')<sub>r</sub>R<sup>5b</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>,  
10 (CR'R')<sub>r</sub>NR<sup>5f</sup>C(O)(CR'R')<sub>r</sub>R<sup>5b</sup>, (CR'R')<sub>r</sub>C(O)O(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>OC(O)(CR'R')<sub>r</sub>R<sup>5b</sup>, CR'R')<sub>r</sub>NR<sup>5f</sup>C(O)O(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>C(=NR<sup>5f</sup>)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NHC(=NR<sup>5f</sup>)NR<sup>5f</sup>R<sup>5f</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>(CR'R')<sub>r</sub>R<sup>5b</sup>,  
15 (CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5f</sup>S(O)<sub>2</sub>(CR'R')<sub>r</sub>R<sup>5b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl substituted with 0-3 R', and (CR'R')<sub>r</sub>phenyl substituted with 0-3 R<sup>5e</sup>;

20

alternatively, two R<sup>5</sup> on adjacent atoms on R<sup>2</sup> may join to form a cyclic acetal;

25

R<sup>5a</sup>, at each occurrence, is independently selected from H, methyl substituted with 0-1 R<sup>5g</sup>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>5e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered

heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>5e</sup>;

5 R<sup>5b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>5e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6  
10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>5e</sup>;

R<sup>5d</sup>, at each occurrence, is independently selected from C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>5e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
20 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>5e</sup>;

R<sup>5e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl,  
25 Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>5f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub>  
30 alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

$R^{5g}$  is independently selected from  $-C(O)R^{5b}$ ,  $-C(O)OR^{5d}$ ,  
 $-C(O)NR^{5f}R^{5f}$ , and  $(CH_2)_r$ phenyl;

5  $R'$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl,  
and  $(CH_2)_r$ phenyl substituted with  $R^{5e}$ ;

10  $R^6$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-6}$  alkenyl,  $C_{2-6}$   
alkynyl,  $(CRR)_qOH$ ,  $(CRR)_qSH$ ,  $(CRR)_qOR^{6d}$ ,  
 $(CRR)_qS(O)_pR^{6d}$ ,  $(CRR)_rC(O)R^{6b}$ ,  $(CRR)_rNR^{6a}R^{6a}$ ,  
 $(CRR)_rC(O)NR^{6a}R^{6a}$ ,  $(CRR)_rC(O)NR^{6a}OR^{6d}$ ,  
 $(CRR)SO_2NR^{6a}R^{6a}$ ,  $(CRR)_rC(O)OR^{6d}$ , a  $(CRR)_r-C_{3-10}$   
carbocyclic residue substituted with 0-5  $R^{6e}$ , and  
15 a  $(CRR)_r$ -5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $R^{6e}$ ;

20 alternatively,  $R^6$  and  $R^7$  join to form a  $C_{3-6}$  cycloalkyl  
substituted with 0-2  $R^{6g}$ , a 5-6 membered ring  
lactam substituted with 0-2  $R^{6g}$ , or a 5-6 membered  
ring lactone substituted with 0-2  $R^{6g}$ ,

25  $R^{6a}$ , at each occurrence, is independently selected from  
H, methyl,  $C_{2-6}$  alkyl substituted with 0-3  $R^{6e}$ ,  
 $C_{3-8}$  alkenyl substituted with 0-3  $R^{6e}$ ,  $C_{3-8}$  alkynyl  
substituted with 0-3  $R^{6e}$ ,  $(CH_2)_rC_{3-6}$  cycloalkyl, a  
 $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with  
0-5  $R^{6e}$ , and a  $(CH_2)_r$ -5-10 membered heterocyclic

system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>;

5 R<sup>6b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>6e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>6e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>6e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>;

10 R<sup>6d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>6e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>6e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>6e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>;

15 R<sup>6e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

20 R<sup>6f</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

30

R<sup>6g</sup> is selected from (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>6d</sup>,  
(CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>6d</sup>, (CHR)<sub>r</sub>C(O)R<sup>6b</sup>, (CHR)<sub>q</sub>NR<sup>6a</sup>R<sup>6a</sup>,  
(CHR)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>6a</sup>OR<sup>6d</sup>,  
(CHR)<sub>q</sub>SO<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>6d</sup>, and a (CHR)<sub>r</sub>-C<sub>3-10</sub>  
5 carbocyclic residue substituted with 0-5 R<sup>6e</sup>;

R<sup>7</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub>  
alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>7d</sup>,  
(CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>7d</sup>, (CRR)<sub>r</sub>C(O)R<sup>7b</sup>, (CRR)<sub>r</sub>NR<sup>7a</sup>R<sup>7a</sup>,  
10 (CRR)<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>7a</sup>OR<sup>7d</sup>,  
(CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>7d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>7e</sup>, and  
a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
15 S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7a</sup>, at each occurrence, is independently selected from  
H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>,  
C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl  
20 substituted with 0-3 R<sup>7e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a  
(CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with  
0-5 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic  
system containing 1-4 heteroatoms selected from N,  
O, and S, substituted with 0-3 R<sup>7e</sup>;

25 R<sup>7b</sup>, at each occurrence, is independently selected from  
C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>, C<sub>2-8</sub> alkenyl  
substituted with 0-3 R<sup>7e</sup>, C<sub>2-8</sub> alkynyl substituted  
with 0-3 R<sup>7e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue

substituted with 0-2 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

5

R<sup>7d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>7e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>7e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

10

R<sup>7e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

20

R<sup>7f</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

25

R<sup>8</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>8d</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>8d</sup>, (CRR)<sub>r</sub>C(O)R<sup>8b</sup>, (CRR)<sub>r</sub>NR<sup>8a</sup>R<sup>8a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>8a</sup>R<sup>8a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>8a</sup>OR<sup>8d</sup>, (CRR)<sub>r</sub>SO<sub>2</sub>NR<sup>8a</sup>R<sup>8a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>8d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>8e</sup>, and a (CRR)<sub>r</sub>-5-10 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>8e</sup>;

5        ~~alternatively, R<sup>8</sup> and R<sup>9</sup> join to form a C<sub>3-6</sub>-cycloalkyl substituted with 0-2 R<sup>8g</sup>, a 5-6 membered ring lactam substituted with 0-2 R<sup>8g</sup>, or a 5-6 membered ring lactone substituted with 0-2 R<sup>8g</sup>,~~

10      R<sup>8a</sup>, at each occurrence, is independently selected from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>8e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>8e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>8e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>8e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>8e</sup>;

15      R<sup>8b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>8e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>8e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>8e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>8e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>8e</sup>;

20      R<sup>8d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>8e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>8e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>8e</sup>, a C<sub>3-10</sub>

carbocyclic residue substituted with 0-3 R<sup>8e</sup>, and  
a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>8e</sup>;

5

R<sup>8e</sup>, at each occurrence, is independently selected from  
C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub>  
cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>,  
(CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-</sub>  
5 alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>8f</sup>R<sup>8f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

10

R<sup>8f</sup>, at each occurrence, is independently selected from  
H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

15

R<sup>8g</sup> is selected from (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>8d</sup>,  
(CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>8d</sup>, (CHR)<sub>r</sub>C(O)R<sup>8b</sup>, (CHR)<sub>q</sub>NR<sup>8a</sup>R<sup>8a</sup>,  
(CHR)<sub>r</sub>C(O)NR<sup>8a</sup>R<sup>8a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>8a</sup>OR<sup>8d</sup>,  
(CHR)<sub>q</sub>SO<sub>2</sub>NR<sup>8a</sup>R<sup>8a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>8d</sup>, and a (CHR)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>8e</sup>;

20

R<sup>9</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub>  
alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>9d</sup>,  
(CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>9d</sup>, (CRR)<sub>r</sub>C(O)R<sup>9b</sup>, (CRR)<sub>r</sub>NR<sup>9a</sup>R<sup>9a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>9a</sup>R<sup>9a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>9a</sup>OR<sup>9d</sup>,  
(CRR)<sub>r</sub>SO<sub>2</sub>NR<sup>9a</sup>R<sup>9a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>9d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>9e</sup>, and  
a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>9e</sup>;

25

R<sup>9a</sup>, at each occurrence, is independently selected from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>9e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>9e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>9e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a 5 (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>9e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>9e</sup>;

10 R<sup>9b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>9e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>9e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>9e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>9e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 15 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>9e</sup>;

20 R<sup>9d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>9e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>9e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>9e</sup>, a C<sub>3-10</sub> 25 carbocyclic residue substituted with 0-3 R<sup>9e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>9e</sup>;

30 R<sup>9e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>,

(CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH,  
(CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>9f</sup>R<sup>9f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>9f</sup>, at each occurrence, is independently selected from  
5 H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>10</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub>  
alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>10d</sup>,  
(CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>10d</sup>, (CRR)<sub>r</sub>C(O)R<sup>10b</sup>, (CRR)<sub>r</sub>NR<sup>10a</sup>R<sup>10a</sup>,  
10 (CRR)<sub>r</sub>C(O)NR<sup>10a</sup>R<sup>10a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>10a</sup>OR<sup>10d</sup>,  
(CRR)<sub>r</sub>SO<sub>2</sub>NR<sup>10a</sup>R<sup>10a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>10d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>10e</sup>, and  
a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
15 S, substituted with 0-3 R<sup>10e</sup>;

alternatively, R<sup>10</sup> and R<sup>11</sup> join to form a C<sub>3-6</sub>  
cycloalkyl substituted with 0-2 R<sup>10g</sup>, a 5-6  
membered ring lactam substituted with 0-2 R<sup>10g</sup>, or  
20 a 5-6 membered ring lactone substituted with 0-2  
R<sup>10g</sup>,

R<sup>10a</sup>, at each occurrence, is independently selected  
from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3  
25 R<sup>10e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>10e</sup>, C<sub>3-8</sub>  
alkynyl substituted with 0-3 R<sup>10e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub>  
cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue  
substituted with 0-5 R<sup>10e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10  
membered heterocyclic system containing 1-4

heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>10e</sup>;

R<sup>10b</sup>, at each occurrence, is independently selected  
5 from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>10e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>10e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>10e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>10e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
10 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>10e</sup>;

R<sup>10d</sup>, at each occurrence, is independently selected  
from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with  
15 0-3 R<sup>10e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>10e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>10e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>10e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
20 S, substituted with 0-3 R<sup>10e</sup>;

R<sup>10e</sup>, at each occurrence, is independently selected  
from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>,  
25 (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH,  
(CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>10f</sup>R<sup>10f</sup>, and  
(CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>10f</sup>, at each occurrence, is independently selected  
30 from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>10g</sup> is selected from (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>10d</sup>,  
(CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>10d</sup>, (CHR)<sub>r</sub>C(O)R<sup>10b</sup>, (CHR)<sub>q</sub>NR<sup>10a</sup>R<sup>10a</sup>,  
(CHR)<sub>r</sub>C(O)NR<sup>10a</sup>R<sup>10a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>10a</sup>OR<sup>10d</sup>,  
5 (CHR)<sub>q</sub>SO<sub>2</sub>NR<sup>10a</sup>R<sup>10a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>10d</sup>, and a (CHR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>10e</sup>;

10 R<sup>11</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>11d</sup>,  
(CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>11d</sup>, (CRR)<sub>r</sub>C(O)R<sup>11b</sup>, (CRR)<sub>r</sub>NR<sup>11a</sup>R<sup>11a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>11a</sup>R<sup>11a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>11a</sup>OR<sup>11d</sup>,  
(CRR)<sub>r</sub>SO<sub>2</sub>NR<sup>11a</sup>R<sup>11a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>11d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>11e</sup>, and  
15 a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

20 R<sup>11a</sup>, at each occurrence, is independently selected from H, methyl; C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>11e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>11e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>11e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>11e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10  
25 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

R<sup>11b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>11e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>11e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>11e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>11e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

10 R<sup>11d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>11e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>11e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>11e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>11e</sup>, and 15 a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

20 R<sup>11e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>11f</sup>R<sup>11f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

25 R<sup>11f</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

30 R<sup>12</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>12d</sup>,

(CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>12d</sup>, (CRR)<sub>r</sub>C(O)R<sup>12b</sup>, (CRR)<sub>r</sub>NR<sup>12a</sup>R<sup>12a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>12a</sup>R<sup>12a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>12a</sup>OR<sup>12d</sup>,  
(CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>12a</sup>R<sup>12a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>12d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>12e</sup>, and  
5 a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>12e</sup>;

10 R<sup>12a</sup>, at each occurrence, is independently selected  
from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3  
R<sup>12e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>12e</sup>, C<sub>3-8</sub>  
alkynyl substituted with 0-3 R<sup>12e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub>  
cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue  
substituted with 0-5 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10  
15 membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3 R<sup>12e</sup>;

20 R<sup>12b</sup>, at each occurrence, is independently selected  
from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>12e</sup>, C<sub>2-8</sub>  
alkenyl substituted with 0-3 R<sup>12e</sup>, C<sub>2-8</sub> alkynyl  
substituted with 0-3 R<sup>12e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub>  
carbocyclic residue substituted with 0-2 R<sup>12e</sup>, and  
a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
25 containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>12e</sup>;

30 R<sup>12d</sup>, at each occurrence, is independently selected  
from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with  
0-3 R<sup>12e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>12e</sup>,

C<sub>3</sub>-6 alkynyl substituted with 0-3 R<sup>12e</sup>, a C<sub>3</sub>-10 carbocyclic residue substituted with 0-3 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12e</sup>, at each occurrence, is independently selected from C<sub>1</sub>-6 alkyl, C<sub>2</sub>-8 alkenyl, C<sub>2</sub>-8 alkynyl, C<sub>3</sub>-6 cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1</sub>-5 alkyl, OH, -O-C<sub>1</sub>-6 alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1</sub>-5 alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>12f</sup>R<sup>12f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>12f</sup>, at each occurrence, is selected from H, C<sub>1</sub>-6 alkyl, and C<sub>3</sub>-6 cycloalkyl;

R<sup>14</sup> and R<sup>14a</sup> are H,

~~alternatively, R<sup>14</sup> and R<sup>14a</sup> can join to form a C<sub>3</sub>-6 cycloalkyl;~~

R<sup>15</sup> is H;

R<sup>16</sup> is selected from H, C<sub>1</sub>-4 alkyl substituted with 0-3 R<sup>16a</sup>, and C<sub>3</sub>-6 cycloalkyl substituted with 0-3 R<sup>16a</sup>;

R<sup>16a</sup> is selected from C<sub>1</sub>-4 alkyl, -OH, -SH, -NR<sup>16c</sup>R<sup>16c</sup>, -C(O)NR<sup>16c</sup>R<sup>16c</sup>, and -NHC(O)R<sup>16c</sup>;

R<sup>16c</sup> is selected from H, C<sub>1</sub>-4 alkyl and C<sub>3</sub>-6 cycloalkyl;

R<sup>17</sup> is selected from H, C<sub>1-4</sub> alkyl, and C<sub>3-4</sub> cycloalkyl;

n is 1;

5

l is selected from 0 and 1;

m is selected from 0 and 1;

10 p, at each occurrence, is selected from 0, 1, or 2;

q, at each occurrence, is selected from 1, 2, 3, or 4;  
and

15 r, at each occurrence, is selected from 0, 1, 2, 3, or  
4.

3. (CANCELLED)

20 4. (CURRENTLY AMENDED) The compound of claim 2 3,  
wherein:

R<sup>16</sup> is selected from H, C<sub>1-4</sub> alkyl substituted with 0-1

25 R<sup>16a</sup>, wherein the alkyl is selected from methyl,  
ethyl, propyl, i-propyl, butyl, i-butyl, and  
s-butyl, and C<sub>3-4</sub> cycloalkyl substituted with 0-3  
R<sup>16a</sup> wherein the cycloalkyl is selected from  
cyclopropyl and cyclobutyl;

R<sup>16a</sup> is selected from methyl, ethyl, propyl, i-propyl,  
-OH, -SH, -NR<sup>16c</sup>R<sup>16c</sup>, -C(O)NR<sup>16c</sup>R<sup>16c</sup>, and  
-NHC(O)R<sup>16c</sup>; and

5 R<sup>17</sup> is selected from H, methyl, ethyl, propyl, and  
i-propyl.

5. (ORIGINAL) The compound of claim 4, wherein:

10 R<sup>9</sup> and R<sup>11</sup> are H; and

R<sup>8</sup> and R<sup>10</sup> are independently selected from H, C<sub>1-6</sub>  
alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue wherein the carbocyclic  
15 residue is selected from cyclopropyl, cyclobutyl,  
cyclopentyl, cyclohexyl, phenyl and naphthyl.

6. (PREVIOUSLY AMENDED) The compound of claim 5,  
wherein:

20

R<sup>3</sup> is selected from (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>3d</sup>,  
(CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>3d</sup>, (CRR)<sub>r</sub>C(O)R<sup>3b</sup>, (CRR)<sub>q</sub>NR<sup>3a</sup>R<sup>3a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>3a</sup>OR<sup>3d</sup>,  
(CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>3d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>  
25 carbocyclic residue substituted with 0-5 R<sup>3e</sup>, and  
a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>3e</sup> wherein the  
heterocyclic system is selected from pyridinyl,  
30 thiophenyl, furanyl, indazolyl, benzothiazolyl,  
benzimidazolyl, benzothiophenyl, benzofuranyl,

benzoxazolyl, benzisoxazolyl, quinolinyl,  
isoquinolinyl, imidazolyl, indolyl, indolinyl,  
isoindolyl, isothiadiazolyl, isoxazolyl,  
piperidinyl, pyrazolyl, pyrrolidinyl,  
5 tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-  
triazolyl, 1,2,3-triazolyl, tetrazolyl,  
thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and  
pyrimidinyl;

10 R<sup>6</sup> is selected from H, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>6d</sup>,  
(CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>6d</sup>, (CRR)<sub>r</sub>C(O)R<sup>6b</sup>, (CRR)<sub>q</sub>NR<sup>6a</sup>R<sup>6a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>6a</sup>OR<sup>6d</sup>,  
(CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>6d</sup>, a (CRR)<sub>r</sub>-C<sub>6-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>6e</sup>, and  
15 a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-6 R<sup>6e</sup> wherein the  
heterocyclic system is selected from pyridinyl,  
thiophenyl, furanyl, indazolyl, benzothiazolyl,  
20 benzimidazolyl, benzothiophenyl, benzofuranyl,  
benzoxazolyl, benzisoxazolyl, quinolinyl,  
isoquinolinyl, imidazolyl, indolyl, indolinyl,  
isoindolyl, isothiadiazolyl, isoxazolyl,  
piperidinyl, pyrazolyl, pyrrolidinyl,  
25 tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-  
triazolyl, 1,2,6-triazolyl, tetrazolyl,  
thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and  
pyrimidinyl;

30 R<sup>7</sup> is H;

R<sup>12</sup> is selected from H, methyl, ethyl, and propyl;

7. (PREVIOUSLY AMENDED) The compound of claim 6,  
wherein:

5

R<sup>1</sup> is selected from phenyl substituted with 0-3 R<sup>4</sup>;

R<sup>2</sup> is selected from phenyl substituted with 0-3 R<sup>5</sup>.

10 8. (CURRENTLY AMENDED) The compound of claim 7,  
wherein:

X is -CHR<sup>16</sup>NR<sup>17</sup>- CHR<sup>16</sup>R<sup>17</sup>;

15 R<sup>4</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl,  
C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CR'R')<sub>r</sub>C<sub>3-6</sub>  
cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>4a</sup>R<sup>4a</sup>,  
(CR'R')<sub>r</sub>OH, (CR'R')<sub>r</sub>OR<sup>4d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>SR<sup>4d</sup>,  
(CR'R')<sub>r</sub>C(O)OH, (CR'R')<sub>r</sub>C(O)R<sup>4b</sup>,  
20 (CR'R')<sub>r</sub>C(O)NR<sup>4a</sup>R<sup>4a</sup>, (CR'R')<sub>r</sub>NR<sup>4f</sup>C(O)R<sup>4b</sup>,  
(CR'R')<sub>r</sub>C(O)OR<sup>4d</sup>, (CR'R')<sub>r</sub>OC(O)R<sup>4b</sup>,  
(CR'R')<sub>r</sub>NR<sup>4f</sup>C(O)OR<sup>4d</sup>, (CR'R')<sub>r</sub>OC(O)NR<sup>4a</sup>R<sup>4a</sup>,  
(CR'R')<sub>r</sub>NR<sup>4a</sup>C(O)NR<sup>4a</sup>R<sup>4a</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>R<sup>4b</sup>,  
(CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CR'R')<sub>r</sub>NR<sup>4f</sup>S(O)<sub>2</sub>R<sup>4b</sup>,  
25 (CR'R')<sub>r</sub>NR<sup>4f</sup>S(O)<sub>2</sub>NR<sup>4a</sup>R<sup>4a</sup>, C<sub>1-6</sub> haloalkyl, and  
(CR'R')<sub>r</sub>phenyl substituted with 0-3 R<sup>4e</sup>;

alternatively, two R<sup>4</sup> on adjacent atoms join to form  
-O-(CH<sub>2</sub>)-O-;

30

R<sup>4a</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH<sub>2</sub>)<sub>r-C<sub>3-6</sub></sub> carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R<sup>4b</sup>, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a (CH<sub>2</sub>)<sub>r-C<sub>3-6</sub></sub> carbocyclic residue substituted with 0-3 R<sup>4e</sup>, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl, and a (CH<sub>2</sub>)<sub>r-5-6</sub> membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>4e</sup>, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R<sup>4d</sup>, at each occurrence, is selected from H, methyl, CF<sub>3</sub>, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH<sub>2</sub>)<sub>r-C<sub>3-6</sub></sub> carbocyclic residue selected

from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

5      R<sup>4e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>4f</sup>R<sup>4f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

10     R<sup>4f</sup>, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl;

15     R<sup>5</sup>, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl, (CR'R')<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>OH, (CR'R')<sub>r</sub>OR<sup>5d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H, (CR'R')<sub>r</sub>SR<sup>5d</sup>, (CR'R')<sub>r</sub>C(O)OH, (CR'R')<sub>r</sub>C(O)R<sup>5b</sup>,  
20     (CR'R')<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5f</sup>C(O)R<sup>5b</sup>, (CR'R')<sub>r</sub>C(O)OR<sup>5d</sup>, (CR'R')<sub>r</sub>OC(O)R<sup>5b</sup>, (CR'R')<sub>r</sub>NR<sup>5f</sup>C(O)OR<sup>5d</sup>, (CR'R')<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5a</sup>C(O)O(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>R<sup>5b</sup>,  
25     (CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5f</sup>S(O)<sub>2</sub>R<sup>5b</sup>, C<sub>1-6</sub> haloalkyl, and (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>5e</sup>;

30     alternatively, two R<sup>5</sup> on adjacent atoms join to form -O-(CH<sub>2</sub>)-O-;

R<sup>5a</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH<sub>2</sub>)<sub>r-C<sub>3-10</sub></sub> carbocyclic residue substituted with 0-1 R<sup>5e</sup>, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl;

R<sup>5b</sup>, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a (CH<sub>2</sub>)<sub>r-C<sub>3-6</sub></sub> carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and phenyl; and a (CH<sub>2</sub>)<sub>r-5-6</sub> membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, azetidinyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, morphlinyl, piperidinyl, pyrrolyl, 2,5-dihydropyrrolyl, pyrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R<sup>5d</sup>, at each occurrence, is selected from H, methyl, CF<sub>3</sub>, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH<sub>2</sub>)<sub>r-C<sub>3-6</sub></sub> carbocyclic residue selected

from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

5        R<sup>5e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl; and

10      R<sup>5f</sup>, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl.

9. (ORIGINAL) The compound of claim 8, wherein:

15      R<sup>5</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF<sub>3</sub>, CF<sub>2</sub>CF<sub>3</sub>, CF<sub>2</sub>H, OCF<sub>3</sub>, Cl, Br, I, F, SCF<sub>3</sub>, NR<sup>5a</sup>R<sup>5a</sup>, NHC(O)OR<sup>5a</sup>, NHC(O)R<sup>5b</sup>, and NHC(O)NHR<sup>5a</sup>; and

20      R<sup>12</sup> is selected from H and methyl.

10. (PREVIOUSLY AMENDED) A compound of claim 9, wherein:

25      Z is -C(O)-;

X is -CHR<sup>16</sup>NR<sup>17</sup>-;

30      R<sup>1</sup> is selected from phenyl substituted with 0-3 R<sup>4</sup>;

R<sup>2</sup> is phenyl substituted with 0-2 R<sup>5</sup>;

R<sup>3</sup> is selected from (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>OR<sup>3d</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH,  
(CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>3a</sup>R<sup>3a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>3a</sup>OR<sup>3d</sup>, (CH<sub>2</sub>)C(O)R<sup>3b</sup>,  
5 (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>3d</sup>, and (CH<sub>2</sub>)-phenyl;

R<sup>3a</sup> is selected from H, methyl, ethyl, propyl,  
i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl,  
CH<sub>2</sub>CF<sub>3</sub>, C(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>2</sub>OH, cyclopropyl, 1-  
10 methylcyclopropyl, cyclobutyl, cyclopentyl,  
cyclohexyl, phenyl, and benzyl;

R<sup>3b</sup> is selected from pyrrolidinyl, pyrrolid-3-enyl, and  
morpholinyl;

15 R<sup>3d</sup> is selected from methyl, ethyl, propyl, i-propyl,  
butyl, i-butyl, t-butyl and benzyl;

20 R is selected from H, methyl, ethyl, propyl, i-propyl,  
butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl  
and benzyl;

25 R<sup>4</sup> is selected from methyl, ethyl, propyl, i-propyl,  
butyl, ethylene, OCH<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, Cl, F,  
Br, CN;

alternatively, two R<sup>4</sup> join to form -O-(CH<sub>2</sub>)-O-;

30 R<sup>6</sup> is selected from H, methyl, ethyl, propyl, i-propyl,  
butyl, C(O)OCH<sub>3</sub>, C(O)NHCH<sub>2</sub>CH<sub>3</sub>;

R<sup>7</sup>, R<sup>9</sup>, and R<sup>11</sup> are H;

R<sup>8</sup> is H;

5 R<sup>10</sup> is selected from H and methyl;

R<sup>16</sup> is selected from H and methyl;

R<sup>17</sup> is selected from H and methyl;

10

m is 0 or 1;

l is 0 or 1

15 r is 0 or 1; and

q is 1.

11. (REINSTATED) The compound of claim 1, wherein

20

R<sup>3</sup> is H; and

R<sup>6</sup>, is selected from C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub>

alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>6d</sup>,

25

(CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>6d</sup>, (CRR)<sub>r</sub>C(O)R<sup>6b</sup>, (CRR)<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>,

(CRR)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>6a</sup>OR<sup>6d</sup>,

(CRR)SO<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>6d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>

carbocyclic residue substituted with 0-5 R<sup>6e</sup>, and

a (CRR)<sub>r</sub>-5-10 membered heterocyclic system

30

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>.

12. (REINSTATED, CURRENTLY AMENDED) The compound of  
claim 11, wherein

5 ~~R<sup>14</sup> and R<sup>14a</sup> are H;~~

~~R<sup>15</sup> is H;~~

~~n is 1;~~

10

R<sup>16</sup> is selected from H, C<sub>1-4</sub> alkyl substituted with 0-1  
R<sup>16a</sup>, wherein the alkyl is selected from methyl,  
ethyl, propyl, i-propyl, butyl, i-butyl, and s-  
butyl, and C<sub>3-4</sub> cycloalkyl substituted with 0-3

15 R<sup>16a</sup> wherein the cycloalkyl is selected from  
cyclopropyl and cyclobutyl;

R<sup>16a</sup> is selected from methyl, ethyl, propyl, i-propyl,  
-OH, -SH, -NR<sup>16c</sup>R<sup>16c</sup>, -C(O)NR<sup>16c</sup>R<sup>16c</sup>, and  
20 -NHC(O)R<sup>16c</sup>;

R<sup>17</sup> is selected from H, methyl, ethyl, propyl, and  
i-propyl;

25 R<sup>9</sup> and R<sup>11</sup> are H; and

R<sup>8</sup> and R<sup>10</sup> are independently selected from H, C<sub>1-6</sub>  
alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue wherein the carbocyclic  
30 residue is selected from cyclopropyl, cyclobutyl,  
cyclopentyl, cyclohexyl, phenyl and naphthyl.

13. (REINSTATED, CURRENTLY AMENDED) The compound of claim 12, wherein

5 X is CHR<sup>16</sup>NR<sup>17</sup> CHR<sup>16</sup>R<sup>17</sup>;

R<sup>5</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF<sub>3</sub>, CF<sub>2</sub>CF<sub>3</sub>, CF<sub>2</sub>H, OCF<sub>3</sub>, Cl, Br, I, F, SCF<sub>3</sub>, NR<sup>5a</sup>R<sup>5a</sup>,

10 NHC(O)OR<sup>5a</sup>, NHC(O)R<sup>5b</sup>, and NHC(O)NHR<sup>5a</sup>; and

R<sup>12</sup> is selected from H and methyl;

Z is -C(O)-;

15

R<sup>1</sup> is selected from phenyl substituted with 0-3 R<sup>4</sup>, and a 5-10 membered heteroaryl system substituted with 0-2 R<sup>4</sup>, wherein the heteroaryl is selected from indolyl, and pyridyl;

20

R<sup>2</sup> is phenyl substituted with 0-2 R<sup>5</sup>;

R<sup>3</sup> is selected from (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>OR<sup>3d</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>3a</sup>R<sup>3a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>3a</sup>OR<sup>3d</sup>, (CH<sub>2</sub>)C(O)R<sup>3b</sup>, 25 (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>3d</sup>, and (CH<sub>2</sub>)-phenyl;

alternatively, R<sup>3</sup> and R<sup>12</sup> join to form cyclopropyl, cyclopentyl or cyclohexyl;

30 R<sup>3a</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl,

$\text{CH}_2\text{CF}_3$ ,  $\text{C}(\text{CH}_3)\text{CH}_2\text{CH}_2\text{OH}$ , cyclopropyl, 1-methylcyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and benzyl;

5  $\text{R}^{3b}$  is selected from pyrrolidinyl, pyrrolid-3-enyl, and morpholinyl;

$\text{R}^{3d}$  is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl and benzyl;

10

$\text{R}$  is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl and benzyl;

15

$\text{R}^4$  is selected from methyl, ethyl, propyl, i-propyl, butyl, ethylene,  $\text{OCH}_3$ ,  $\text{OCF}_3$ ,  $\text{SCH}_3$ ,  $\text{SO}_2\text{CH}_3$ , Cl, F, Br, CN;

alternatively, two  $\text{R}^4$  join to form  $-\text{O}-(\text{CH}_2)-\text{O}-$ ;

20

$\text{R}^6$  is selected from H, methyl, ethyl, propyl, i-propyl, butyl,  $\text{C}(\text{O})\text{OCH}_3$ ,  $\text{C}(\text{O})\text{NHCH}_2\text{CH}_3$ ;

$\text{R}^7$ ,  $\text{R}^9$ , and  $\text{R}^{11}$  are H;

25

$\text{R}^8$  is H;

$\text{R}^{10}$  is selected from H and methyl;

30

$\text{R}^{16}$  is selected from H and methyl;

R<sup>17</sup> is selected from H and methyl;

m is 0 or 1;

5 l is 0 or 1

r is 0 or 1; and

q is 1.

10

14. (CURRENTLY AMENDED) The compound of claim 1,  
wherein the compound is selected from:

Methyl (2S)-3-[(2,4-dimethylphenyl)methyl]amino]-2-

15

[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanoate;

Methyl (2R)-3-[(2,4-dimethylphenyl)methyl]amino]-2-

20

[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanoate;

(2S)-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-

25

(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanoic acid;

(2S)-N-Methyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-

30

[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

## AMENDMENTS TO THE CLAIMS

(2*S*) -3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

5 (2*R*) -3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

10 (2*S*) -*N*-Ethyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-  
[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

15 (2*S*) -*N*-Benzyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-  
[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

20 (2*S*) -*N*-Isopropyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-  
2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

25 (2*S*) -*N*-tert-Butyl-3-[[[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

30 (2*S*) -*N*-Cyclopropyl-3-[[[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

(2*S*) -*N*-Cyclobutyl-3-[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
5 propanamide;

(2*S*) -*N*-Phenyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-  
[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
10 propanamide;

(2*S*) -*N,N*-Dimethyl-3-[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
15 propanamide;

(2*S*) -*N*-Methyl, *N*-methoxy-3-[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
20 propanamide;

Methyl (2*S*) -3-[(4-chlorophenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanoate;

25 (2*S*) -3-[(4-chlorophenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

30 (2*S*) -*N*-Ethyl-3-[(4-chlorophenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

Methyl (2*S*) -3- [ [(1*S/R*) -1- (4-chlorophenyl) ethyl] amino] -  
2- [[[3-  
(trifluoromethyl) benzoyl] amino] acetyl] amino] -  
5 propanoate;

Methyl (2*S*) -3- [ [(1*S/R*) -1- (2,4-  
dimethylphenyl) ethyl] amino] -2- [[[3-  
(trifluoromethyl) benzoyl] amino] acetyl] amino] -  
10 propanoate;

Methyl (2*S*) -3- [(1,3-benzodioxol-5-ylmethyl) amino] -2-  
[[[3-  
(trifluoromethyl) benzoyl] amino] acetyl] amino] -  
15 propanoate;

Methyl (2*S*) -3- [(4-bromophenyl)methyl] amino] -2- [[[3-  
(trifluoromethyl) benzoyl] amino] acetyl] amino] -  
propanoate;

20 Methyl (2*S*) -2- [[[2- [(1,1-  
dimethylethoxy) carbonyl] amino] -5-  
(trifluoromethyl) benzoyl] amino] acetyl] amino] -3-  
[(2,4-dimethylphenyl)methyl] amino] -propanoate;

25 Methyl (2*S*) -2- [[[2-amino-5-  
(trifluoromethyl) benzoyl] amino] acetyl] amino] -3-  
[(2,4-dimethylphenyl)methyl] amino] -propanoate;

30 (2*S*) -2- [[[2-amino-5-  
(trifluoromethyl) benzoyl] amino] acetyl] amino] -3-  
[(2,4-dimethylphenyl)methyl] amino] -propanamide;

N-[2-[[[(1*S*)-2-[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

5

N-[2-[[[(1*R*)-2-[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

10 N-[2-[[[(1*S*, 2*S/R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxypropyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

15 *tert*-Butyl (3*R*)-4-[(2,4-dimethylphenyl)methyl]amino]-3-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanoate;

20 N-[2-[[[(1*R*)-2-[(2,4-dimethylphenyl)methyl]amino]-1-(phenylmethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

(2*S*)-N-*tert*-Butyl-2-[[[[2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*)-N-*tert*-Butyl-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*) -*N*-*tert*-Butyl-3-[(4-bromo, 2-methylphenyl)methyl]amino]-2-[[[[2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

5

(2*S*) -*N*-*tert*-Butyl-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(4-bromo, 2-methylphenyl)methyl]amino]-propanamide;

10

*N*-[2-[[*(1S, 2S)*]-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-(methylbutyl)amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

15

*N*-[2-[[*(1S, 2R)*]-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-(methylbutyl)amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

20

*N*-[2-[[*(1S, 2S)*]-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(phenylethyl)amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

25

*N*-[2-[[*(1S, 2R)*]-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(phenylethyl)amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

30

5  
*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-  
(phenyl)propyl]amino]-2-oxoethyl]-3-  
(trifluoromethyl)benzamide;

10  
*N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-  
(phenyl)propyl]amino]-2-oxoethyl]-3-  
(trifluoromethyl)benzamide;

15  
*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-  
(methyl)pentyl]amino]-2-oxoethyl]-3-  
(trifluoromethyl)benzamide;

20  
*N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-  
(methyl)pentyl]amino]-2-oxoethyl]-3-  
(trifluoromethyl)benzamide;

25  
*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)butyl]amino]-2-oxoethyl]-3-  
(trifluoromethyl)benzamide;

30  
*N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)butyl]amino]-2-oxoethyl]-3-  
(trifluoromethyl)benzamide;

(hydroxy)butyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

5    *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

10    *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methylpentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

15    *N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methylpentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

20    *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methylpentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

25    *N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methylpentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

5  
*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

10  
*N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

15  
*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

20  
*N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

25  
*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

30  
*N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

5  
*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-  
(trifluoromethyl)benzamide;

10  
*N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-  
(trifluoromethyl)benzamide;

15  
*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-  
(trifluoromethyl)benzamide;

20  
*N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-  
(trifluoromethyl)benzamide;

25  
*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-  
[[(ethylamino)carbonyl]amino]-5-  
(trifluoromethyl)benzamide;

30  
*N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-  
[[(ethylamino) carbonyl]amino]-5-  
(trifluoromethyl)benzamide;

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

*N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-  
[[[(isopropylamino) carbonyl]amino]-5-  
(trifluoromethyl)benzamide;

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-pyrrolidinylcarbonyl)amino]-5-(trifluoromethyl)benzamide;

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-azetidinylcarbonyl)amino]-5-(trifluoromethyl)benzamide;

25 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-  
[[(methylamino)carbonyl]amino]-5-  
(trifluoromethyl)benzamide;

$$N-[2-[(1S, 2R)-1-[(2,4-\text{dimethylphenyl)methyl]amino]methyl]-2-$$

(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(4-morpholinylcarbonyl)]amino]-5-(trifluoromethyl)benzamide;

5    *N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(1-piperazinylcarbonyl)]amino]-5-(trifluoromethyl)benzamide;

10      *N*-[2-[[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

15      *N*-[2-[[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

20      *N*-[2-[[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

25      *N*-[2-[[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(4-morpholinylcarbonyl)amino]-5-(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(4-dimethylamino-2-methylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

5  
N-[2-[[[(1*S*, 2*S*)-1-[[[(4-dimethylamino-2-methylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

10  
N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-(*tert*-butyl)amino-5-(trifluoromethyl)benzamide;

15  
N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-isopropylamino-5-(trifluoromethyl)benzamide;

20  
N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-benzylamino-5-(trifluoromethyl)benzamide;

25  
N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(methoxy)pentyl]amino]-2-oxoethyl]-2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

5           *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-  
              dimethylphenyl)methyl]amino]methyl]-2-  
              (methoxy)pentyl]amino]-2-oxoethyl]-2-amino-5-  
              (trifluoromethyl)benzamide;

10          *N*-[2-[[[(*S*)-1-[[[(2,4-  
              dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-  
              (methyl)propyl]amino]-2-oxoethyl]-2-[(1,1-  
              dimethylethoxy)carbonyl]amino]-5-  
              (trifluoromethyl)benzamide;

15          *N*-[2-[[[(*S*)-1-[[[(2,4-  
              dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-  
              (methyl)propyl]amino]-2-oxoethyl]-2-amino-5-  
              (trifluoromethyl)benzamide;

20          *N*-[2-[[[(*S*)-1-[[[(2,4-  
              dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-  
              (ethyl)butyl]amino]-2-oxoethyl]-2-[(1,1-  
              dimethylethoxy)carbonyl]amino]-5-  
              (trifluoromethyl)benzamide;

25          *N*-[2-[[[(*S*)-1-[[[(2,4-  
              dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-  
              (ethyl)butyl]amino]-2-oxoethyl]-2-amino-5-  
              (trifluoromethyl)benzamide;

30          *N*-[2-[[[(*S*)-1-[[[(2,4-  
              dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-  
              (propyl)pentyl]amino]-2-oxoethyl]-2-[(1,1-

dimethylethoxy)carbonyl]amino]-5-  
(trifluoromethyl)benzamide;

5       *N*-[2-[[[(*S*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-  
(propyl)pentyl]amino]-2-oxoethyl]-2-amino-5-  
(trifluoromethyl)benzamide;

10      *N*-[2-[[(*S*)-2-[[[(2,4-dimethylphenyl)methyl]amino]-1-  
(hydroxycyclopentyl)ethyl]amino]-2-oxoethyl]-2-  
[[[(1,1-dimethylethoxy)carbonyl]amino]-5-  
(trifluoromethyl)benzamide;

15      *N*-[2-[[(*S*)-1-[[[(*S*)-2-[[[(2,4-  
dimethylphenyl)methyl]amino]-1-  
(hydroxycyclopentyl)ethyl]amino]-2-oxoethyl]-2-  
amino-5-(trifluoromethyl)benzamide;

20      (*2S*) -*N*-tert-Butyl-3-[[[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[[3-  
(trifluoromethoxy)benzoyl]amino]acetyl]amino]-  
propanamide;

25      (*2S*) -*N*-tert-Butyl-3-[[[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[[3-  
(difluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

30      (*2S*) -*N*-tert-Butyl-3-[[[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[[3-  
(trifluoromethylthio)benzoyl]amino]acetyl]amino]-  
propanamide;

(2*S*) -*N*-*tert*-Butyl-3-[[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[[3-  
(pentafluoroethyl)benzoyl]amino]acetyl]amino]-  
5 propanamide;

(2*S*) -*N*-*tert*-Butyl-2-[[[2-amino-5-  
(trifluoromethoxy)benzoyl]amino]acetyl]amino]-3-  
[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

10 (2*S*) -*N*-*tert*-Butyl-2-[[[2-amino-5-  
(methyl)benzoyl]amino]acetyl]amino]-3-[(2,4-  
dimethylphenyl)methyl]amino]-propanamide;

15 (2*S*) -*N*-*tert*-Butyl-3-[[(2,4-  
dimethylphenyl)methyl]amino]- 2-[[[[2-ethylamino-  
5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

20 (2*S*) -*N*-*tert*-Butyl-3-[[(2,4-  
dimethylphenyl)methyl]amino]- 2-[[[[2-propylamino-  
5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

25 (2*S*) -*N*-*tert*-Butyl-3-[[(2,4-  
dimethylphenyl)methyl]amino]- 2-[[[[2-  
isobutylamino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

30

(2*S*) -*N*-*tert*-Butyl-2-[[[[2-butylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2*S*) -*N*-*tert*-Butyl-2-[[[[2-cyclohexylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

10 (2*S*) -*N*-*tert*-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[2-isopropylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

15 (2*S*) -*N*-*tert*-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[2-(*tert*-butyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

20 (2*S*) -*N*-*tert*-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[2-(methylaminocarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

25 (2*S*) -*N*-*tert*-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[2-(isopropoxycarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*) -*N*-*tert*-Butyl-3-[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[2-  
(isopropylaminocarbonyl)amino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
5 propanamide;

(2*S*) -*N*-*tert*-Butyl-2-[[[2-(cyclohexylcarbonyl)amino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-  
[[2,4-dimethylphenyl)methyl]amino]-propanamide;

10 (2*S*) -*N*-*tert*-Butyl-2-[[[2-benzylamino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-  
[[2,4-dimethylphenyl)methyl]amino]-propanamide;

15 (2*S*) -*N*-*tert*-Butyl-2-[[[2-(para-chloro)benzylamino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-  
[[2,4-dimethylphenyl)methyl]amino]-propanamide;

20 (2*S*) -*N*-*tert*-Butyl-2-[[[2-[(beta-naphthyl)methyl]amino-  
5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-  
[[2,4-dimethylphenyl)methyl]amino]-propanamide;

25 (2*S*) -*N*-*tert*-Butyl-2-[[[2-(meta-methyl)benzylamino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-  
[[2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*) -*N*-*tert*-Butyl-2-[[[2-(para-methyl)benzylamino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-  
[[2,4-dimethylphenyl)methyl]amino]-propanamide;

30

(2*S*) -*N*-*tert*-Butyl-2-[[[[2-(*ortho*-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2*S*) -*N*-*tert*-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[2-(*para*-trifluoromethyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

10

(2*S*) -*N*-*tert*-Butyl-2-[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

15 (2*S*) -*N*-*tert*-Butyl-2-[[[3-benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

20 (2*S*) -*N*-*tert*-Butyl-2-[[[3-methylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25 (2*S*) -*N*-*tert*-Butyl-2-[[[3-ethylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2*S*) -*N*-*tert*-Butyl-2-[[[3-isobutylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

30

(2*S*) -*N*-*tert*-Butyl-2-[[[[3-propylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2*S*) -*N*-*tert*-Butyl-2-[[[[3-butylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

10 (2*S*) -*N*-*tert*-Butyl-2-[[[[3-(trifluoromethylcarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

15 (2*S*) -*N*-*tert*-Butyl-2-[[[[3-(ethoxycarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

20 (2*S*) -2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2-methyl-4-bromophenyl)methyl]amino]-propanamide;

25 (2*S*) -2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(4-bromophenyl)methyl]amino]-propanamide;

30 (2*S*) -*N*-*tert*-Butyl-3-[(4-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

(2*S*) -*N*-*tert*-Butyl-3-[(*4*-bromophenyl)methyl]amino]-2-[  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

5

(2*S*) -*N*-*tert*-Butyl-3-[(*4*-bromo-2-  
methylphenyl)methyl]amino]-2-[  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

10

(2*S*) -*N*-*tert*-Butyl-3-[(*4*-methoxyphenyl)methyl]amino]-2-[  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

15

(2*S*) -*N*-*tert*-Butyl-3-[(*4*-methoxy-2-  
methylphenyl)methyl]amino]-2-[  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

20

(2*S*) -*N*-*tert*-Butyl-3-[(2,3-dimethyl-4-methoxy-  
phenyl)methyl]amino]-2-[  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

25

(2*S*) -*N*-*tert*-Butyl-3-[(*4*-cyano-2-  
methylphenyl)methyl]amino]-2-[  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

30

(2*S*) -*N*-*tert*-Butyl-3-[(*4*-ethylphenyl)methyl]amino]-2-[  
[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

5           (2*S*) -*N*-*tert*-Butyl-3-[(2-methyl-4-  
vinylphenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

10           (2*S*) -*N*-*tert*-Butyl-3-[(4-ethyl-2-  
methylphenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

15           (2*S*) -*N*-*tert*-Butyl-3-[(4-isopropylphenyl)methyl]amino]-  
2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

20           (2*S*) -*N*-*tert*-Butyl-3-[(4-butylphenyl)methyl]amino]-2-  
[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

25           (2*S*) -*N*-*tert*-Butyl-3-[(4-  
dimethylaminophenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

30           (2*S*) -*N*-*tert*-Butyl-3-[(4-dimethylamino-2-  
methylphenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

## AMENDMENTS TO THE CLAIMS

(2*S*) -*N*-*tert*-Butyl-3-[(4-methylthiophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

5

(2*S*) -*N*-*tert*-Butyl-3-[(4-methylsulfonylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

10

(2*S*) -*N*-*tert*-Butyl-3-[(4-trifluoromethoxyphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

15

(2*S*) -*N*-*tert*-Butyl-3-[(3-amino-4-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

20

(2*S*) -*N*-*tert*-Butyl-3-[(2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

25

(2*S*) -*N*-*tert*-Butyl-3-[(2-ethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

30

(2R)-N-Ethyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-  
 [[[3-  
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-  
 propanamide;

5

(2R)-N-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

10

(2*R*)-*N*-[(2-methyl)hydroxyprop-2-yl]-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

15

(2S)-N-tert-Amyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]propanamide;

20

(2S)-N-[(2-methyl)hydroxyprop-2-yl]-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

25

(2S)-N-[(1-methyl)cycloprop-1-yl]-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

30

(2S)-N-Cyclopentyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

5           (2*S*) -*N*-Cyclohexyl-3-[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

10           (2*S*) -*N*- (β,β,β-Trifluoro)ethyl-3-[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

15           (2*S*) -*N*-Allyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-  
[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

20           (2*S*) -*N*-Cyclopropylmethyl-3-[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

25           *N*-[2-[(2*S*) -3-[(2,4-dimethylphenyl)methyl]amino]-1-  
(pyrrolid-3-enyl)-1-oxopropyl-2-amino]-2-  
oxoethyl]-3-(trifluoromethyl)benzamide;

30           *N*-[2-[(2*S*) -3-[(2,4-dimethylphenyl)methyl]amino]-1-  
(pyrrolidinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-  
(trifluoromethyl)benzamide;

*N*-[2-[[*(2S)*-3-[(*(2,4-dimethylphenyl)methyl*]amino]-1-(morpholinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

5   *(2S)*-*N*-Isobutyl-3-[(*(2,4-dimethylphenyl)methyl*]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

10   *(2S)*-*N*-sec-Butyl-3-[(*(2,4-dimethylphenyl)methyl*]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

15   *(2S)*-*N*-tert-Butyl-4-[(*(2,4-dimethylphenyl)methyl*]amino]-3-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

20   *(2S,3R)*-*N*-Ethyl-3-[(*(2,4-dimethylphenyl)methyl*]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

25   *(2S,3R)*-*N*-Ethyl-3-[(*(4-bromophenyl)methyl*]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

30   Methyl *(2R)*-2-[(*(2,4-dimethylphenyl)methyl*]amino]-3-[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanoate;

5           (2R)-N-Ethyl-2-[[[(2,4-dimethylphenyl)methyl]amino]-3-  
[[[[3-  
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

10           Methyl (2S)-4-[[[(2,4-dimethylphenyl)methyl]amino]-2-  
[[[[3-  
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-  
butanoate;

15           (2S)-4-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-  
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-  
butanamide;

20           (2S)-N-Ethyl-4-[[[(2,4-dimethylphenyl)methyl]amino]-2-  
[[[[3-  
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-  
butanamide;

25           (2S)-N-Ethyl-4-[[[(2,4-  
              dimethylphenyl)methyl]methylamino]-2-[[[[3-  
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-  
butanamide;

30           (2S)-N-tert-Butyl-2-[[[[2-[[[(1,1-  
              dimethylethoxy)carbonyl]amino]-5-  
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-4-  
[[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

(2*S*) -*N*-*tert*-Butyl-2-[[[[2-[(1,1-  
dimethylethoxy)carbonyl]amino]-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-  
[[[(2,4-dimethylphenyl)methyl]methylamino]-  
butanamide;

5

(2*S*) -*N*-*tert*-Butyl-2-[[[2-amino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-  
[[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

10

(2*S*) -*N*-*tert*-Butyl-2-[[[2-amino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-  
[[[(2,4-dimethylphenyl)methyl]methylamino]-  
butanamide;

15

(2*S*) -*N*-*tert*-Butyl-2-[[[3-amino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-  
[[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

20

(2*S*) -*N*-*tert*-Butyl-2-[[[3-amino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-  
[[[(4-ethylphenyl)methyl]amino]-butanamide;

25

(2*S*) -*N*-*tert*-Butyl-4-[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
butanamide;

30

(2*S*) -*N*-*tert*-Butyl-4-[(4-ethylphenyl)methyl]amino]-2-  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
butanamide;

(2*S*) -*N*-Ethyl-5-[[[(2,4-dimethylphenyl)methyl]amino]-2-

[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

5 pentanamide;

*N*-[2-[[[(1*S*, 2*S/R*)-1-[[[(2,4-

dimethylphenyl)methyl]methylamino]methyl]-2-

hydroxy-3-(methylbutyl]amino]-2-oxoethyl]-3-

10 (trifluoromethyl)benzamide;

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-

dimethylphenyl)methyl]methylamino]methyl]-2-

(hydroxy)pentyl]amino]-2-oxoethyl]-2-

15 [[(isopropylamino) carbonyl]amino]-5-

(trifluoromethyl)benzamide;

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-

dimethylphenyl)methyl]isopropylamino]methyl]-2-

20 (hydroxy)pentyl]amino]-2-oxoethyl]-2-

[[(isopropylamino) carbonyl]amino]-5-

(trifluoromethyl)benzamide;

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(4-

25 ethylphenyl)methyl]methylamino]methyl]-2-

(hydroxy)pentyl]amino]-2-oxoethyl]-2-

[[(isopropylamino) carbonyl]amino]-5-

(trifluoromethyl)benzamide;

30 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(4-

ethylphenyl)methyl]isopropylamino]methyl]-2-

(hydroxy)pentyl]amino]-2-oxoethyl]-2-

[(isopropylamino) carbonyl]amino]-5-  
(trifluoromethyl)benzamide;

(2S)-N-tert-Butyl-3-[(2,4-  
5 dimethylphenyl)methyl]methylamino]-2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

N-[2-[[1-[[[2,4-  
10 dimethylphenyl)methyl]amino]methyl]cyclohexyl]amino]-  
-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[1-[[[4-  
chlorophenyl)methyl]amino]methyl]cyclohexyl]amino]-  
15 -2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[1-[[[2,4-  
dimethylphenyl)methyl]amino]methyl]cyclopentyl]amino]-  
20 -2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[1-[[[2,4-  
dimethylphenyl)methyl]amino]methyl]cyclopentyl]amino]-  
-2-oxoethyl]-2-[(1,1-  
dimethylethoxy)carbonyl]amino]-5-  
25 (trifluoromethyl)benzamide;

N-[2-[[1-[[[2,4-  
dimethylphenyl)methyl]amino]methyl]cyclopropyl]amino]-  
30 -2-oxoethyl]-2-[(1,1-  
dimethylethoxy)carbonyl]amino]-5-  
(trifluoromethyl)benzamide;

~~N-[2-[[1-[[[2,4-~~

~~dimethylphenyl)methyl]amino]methyl]cyclopropyl]ami  
no]-2-oxoethyl]-2-amino-5-  
(trifluoromethyl)benzamide; and~~

5

(2S)-N-Ethyl-3-[(~~(2,4-dimethylphenyl)methyl]amino]-2-  
[[[2-amino-5-  
(trifluoromethyl)benzoyl]amino]acetyl] amino]-2-  
methyl-propanamide.~~

10

15. (ORIGINAL) A pharmaceutical composition,  
comprising a pharmaceutically acceptable carrier and a  
therapeutically effective amount of a compound of claim  
1.

15

16. (CANCELLED)

17. (CANCELLED)

20

18. (CURRENTLY AMENDED) A method for antagonizing  
~~modulation of~~ MCP-1 activity comprising administering  
to a patient in need thereof a therapeutically  
effective amount of a compound of claim 1.

25

19. (PREVIOUSLY AMENDED) A method for treating  
disorders, comprising administering to a patient in  
need thereof a therapeutically effective amount of a  
compound of claims 1, said disorders being selected  
from osteoarthritis, aneurism, fever, cardiovascular  
30 effects, Crohn's disease, congestive heart failure,  
autoimmune diseases, HIV-infection, HIV-associated  
dementia, psoriasis, idiopathic pulmonary fibrosis,

## AMENDMENTS TO THE CLAIMS

transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis,  
5 asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

20. (PREVIOUSLY AMENDED) The method for treating disorders, of claim 19, wherein said disorders being selected from psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis,  
15 asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

21. (PREVIOUSLY AMENDED) The method for treating disorders, of claim 20, wherein said disorders being selected from alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

25 22. (PREVIOUSLY AMENDED) The method for treating disorders, of claim 21, wherein said disorders being selected from asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

30 23. (PREVIOUSLY AMENDED) A method for treating rheumatoid arthritis, comprising administering to a

patient in need thereof a therapeutically effective amount of a compound of claim 1.

24. (PREVIOUSLY AMENDED) A method for treating  
5 multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

25. (PREVIOUSLY AMENDED) A method for treating  
10 atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

26. (PREVIOUSLY AMENDED) A method for treating  
15 asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

27. (CANCELLED)

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28. (CURRENTLY AMENDED) A method for antagonizing modulation of CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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29. (PREVIOUSLY PRESENTED) A method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 10, said disorders being selected  
30 from asthma, multiple sclerosis, arteriosclerosis, and rheumatoid arthritis.

30. (PREVIOUSLY PRESENTED) A method for treating rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

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31. (PREVIOUSLY PRESENTED) A method for treating multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

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32. (PREVIOUSLY PRESENTED) A method for treating atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

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33. (PREVIOUSLY PRESENTED) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

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34. (CANCELLED)

25 35. (CURRENTLY AMENDED) A method for antagonizing modulation of CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.